

DR REDDYS LABORATORIES LTD
Form F-6EF
November 09, 2006

As filed with the U.S. Securities and Exchange Commission on November 9, 2006

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM F-6

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts**

DR. REDDY'S LABORATORIES LIMITED
(Exact name of issuer of deposited securities as specified in its charter)

n/a
(Translation of issuer's name into English)

India
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004
Telephone (212) 623-0636
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

Viswanatha R. Bonthu
200 Somerset Corporate Boulevard (Bldg II, 7th Floor)
Bridgewater, New Jersey 08807
(908) 203-4916

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

Sara Hanks
Clifford Chance US LLP
31 West 52nd Street
New York, New York 10019
(212) 878-8000

It is proposed that this filing become effective under Rule 466

- x immediately upon filing
- o on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box. o

Title of each class of Securities to be registered	CALCULATION OF REGISTRATION FEE			Amount of registration fee
	Amount to be registered	Proposed maximum aggregate price per unit ⁽¹⁾	Proposed maximum aggregate offering price ⁽²⁾	
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one share of Dr. Reddy's Laboratories Limited	100,000,000 American Depositary Shares	\$0.05	\$5,000,000	\$535

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-13312.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Amendment to Deposit Agreement filed as Exhibit (a)(3) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(1) Name and address of Depository	Introductory paragraph and bottom of face of American Depositary Receipt
(2) Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top center
Terms of Deposit:	
(i) Amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt, upper right corner
(ii) Procedure for voting, if any, the deposited securities	Paragraph (12)
(iii) Collection and distribution of dividends	Paragraphs (4), (5), (7) and (10)
(iv) Transmission of notices, reports and proxy soliciting material	Paragraphs (8) and (12)
(v) Sale or exercise of rights	Paragraphs (4), (5) and (10)
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (4), (5), (10) and (13)
(vii) Amendment, extension or termination of the Deposit Agreement	Paragraphs (16) and (17)
(viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list of Holders of ADRs	Paragraph (3)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (1), (2), (4), and (5)
(x) Limitation upon the liability of the Depository	Paragraph (14)
(3) Fees and Charges	Paragraph (7)

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(b) Statement that Dr. Reddy's Laboratories Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.	Paragraph (8)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) **Form of Deposit Agreement.** Form of Deposit Agreement among Dr. Reddy's Laboratories Limited, JPMorgan Chase Bank, N.A. (fka Morgan Guaranty Trust Company of New York), as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement") was previously filed as Exhibit (a) to Registration Statement 333-13312.
- (a)(2) **Form of Amendment No. 1 to Deposit Agreement.** Form of Amendment No. 1 to Deposit Agreement was previously filed as Exhibit (a)(2) to Post-Effective Amendment to Registration Statement No. 333-13312.
- (a)(3) **Form of Amendment No. 2 to Deposit Agreement.** Form of Amendment No. 2 to Deposit Agreement, including the form of ADR, is filed herewith as Exhibit (a)(3).
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on November 9, 2006.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as
Depositary

By: /s/Joseph M. Leinhauser .
Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Dr. Reddy's Laboratories Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on October 27, 2006.

DR. REDDY'S LABORATORIES LIMITED

By: /s/G.V. Prasad

Name: G.V. Prasad

Title: Chief Executive Officer

By: /s/Saumen Chakraborty

Name: Saumen Chakraborty

Title: Chief Financial Officer

POWER OF ATTORNEY

We, the undersigned directors and officers of Dr. Reddy's Laboratories Limited, do hereby constitute and appoint G.V. Prasad and Saumen Chakraborty, and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, to do any and all acts and things in our respective names and on our respective behalves in the capacities indicated below that G.V. Prasad and Saumen Chakraborty, or any one of them, may deem necessary or advisable to enable Dr. Reddy's Laboratories Limited to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically, but not limited to, power and authority to sign for us in our respective names in the capacities indicated below any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto and other documents therewith, with the Securities and Exchange Commission; and we do hereby ratify and confirm that G.V. Prasad and Saumen Chakraborty, or any of them, shall do or cause to be done by virtue hereof. This power of attorney shall be governed by New York Law.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated as of the dates set forth below.

Signature	Title	Date
/s/Dr. K. Anji Reddy Dr. K. Anji Reddy	Chairman	October 27, 2006
/s/Mr. G.V. Prasad Mr. G.V. Prasad	Chief Executive Officer and Vice Chairman	October 27, 2006
/s/Mr. Satish Reddy Kallam Mr. Satish Reddy Kallam	Chief Operating Officer and Managing Director	October 27, 2006
/s/Mr. Anupam Puri Mr. Anupam Puri	Director	October 27, 2006
/s/Prof Krishna G. Palepu Prof. Krishna G. Palepu	Director	November 7, 2006
/s/Dr. Omkar Goswami Dr. Omkar Goswami	Director	October 27, 2006
/s/Mr. P.N. Devarajan Mr. P.N. Devarajan	Director	October 27, 2006
/s/Mr. Ravi Bhoothalingam Mr. Ravi Bhoothalingam	Director	October 27, 2006

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/s/Mr. Saumen Chakraborty
Mr. Saumen Chakraborty

Chief Financial Officer

October 27, 2006

/s/Viswanatha R. Bonthu

Mr. Viswanatha R. Bonthu

Authorized Representative in
the
United States

October 27, 2006

INDEX TO EXHIBITS

Exhibit
Number

- (a)(3) Form of Amendment to Deposit Agreement.
 - (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.
 - (e) Rule 466 Certification
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